

B7 (Official Form 7) (04/13)

**United States Bankruptcy Court
Northern District of Georgia**

In re HP/Superior, Inc.

Debtor(s)

Case No. 14-71797Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

\$3,541,864.00

SOURCE

as of Aug 31 2014: Business Income**\$4,770,754.00****2013: Business Income****\$3,872,695.00****2012: Business Income**

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

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3. Payments to creditorsNone ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attachment 3B		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Long Term Care Services 5895 Windward Parkway Suite 200 Alpharetta, GA 30005		\$204,261.92	\$54,133.00
AltaCare Corporation 5895 Windward Parkway Suite 200 Alpharetta, GA 30005		\$131,075.00	\$174,742.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Robert Conant v. St. Francis in the Park Health and Rehabilitation Center 2013CV000294	Alleged negligent care	State of Wisconsin, Circuit Court, Douglas County	Pending
ThyssenKrupp Elevator Corporation v. Superior Healthcare Investors, Inc. and HP/Superior, Inc. d/b/a St. Francis in the Park 13-CV-169	Contract dispute	State of Wisconsin, Circuit Court, Douglas County	Judgment in favor of Plaintiff

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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CAPTION OF SUIT AND CASE NUMBER CSE Mortgage LLC v. HP/Superior, Inc. 14-CV-325	NATURE OF PROCEEDING Contract dispute	COURT OR AGENCY AND LOCATION State of Wisconsin, Circuit Court, Douglas County	STATUS OR DISPOSITION Pending
State of Wisconsin v. HP/Superior, Inc. 14-CV-165	Assessment dispute	State of Wisconsin, Circuit Court, Douglas County	Judgment in favor of Plaintiff

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
State of Wisconsin Dept of Revenue	9/29/2014	\$3,219.81
State of Wisconsin Dept of Revenue	10/20/2014	\$13,539.05
State of Wisconsin Dept of Revenue	10/30/2014	\$25,469.16
State of Wisconsin Dept of Revenue	11/6/2014	\$5,453.33
State of Wisconsin Dept of Revenue	11/13/2014	\$1,533.36

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Scroggins & Williamson, P.C. 1500 Candler Building 127 Peachtree Street, NE Atlanta, GA 30303	10/31/2014 (advanced by AltaCare Corporation)	\$25,000.00 (Retainer)
	11/3/2014 (advanced by AltaCare Corporation)	\$25,000.00 (Retainer)

10. Other transfers

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

- ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None

- ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None

- ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
State of Wisconsin Dept of Health Svcs	8/8/2014	3,405.09
State of Wisconsin Dept of Health Svcs	8/15/2014	4,705.64
State of Wisconsin Dept of Health Svcs	8/22/2014	8,653.84
State of Wisconsin Dept of Health Svcs	9/2/2014	10,187.25
State of Wisconsin Dept of Health Svcs	9/5/2014	6,279.92
State of Wisconsin Dept of Health Svcs	9/12/2014	2,300.79
State of Wisconsin Dept of Health Svcs	9/19/2014	6,980.42
State of Wisconsin Dept of Health Svcs	9/26/2014	8,962.44
State of Wisconsin Dept of Health Svcs	10/3/2014	8,955.41
State of Wisconsin Dept of Health Svcs	10/10/2014	2,394.23
State of Wisconsin Dept of Health Svcs	10/17/2014	6,459.31
State of Wisconsin Dept of Health Svcs	10/24/2014	8,355.93
State of Wisconsin Dept of Health Svcs	11/1/2014	8,518.33

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NAME AND ADDRESS OF CREDITOR
State of Wisconsin Dept of Health Svcs

DATE OF SETOFF
11/7/2014

AMOUNT OF SETOFF
8,825.97

14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER
Patients residing at facility

DESCRIPTION AND VALUE OF PROPERTY
Resident Trust Funds - \$15,919.26

LOCATION OF PROPERTY
National Bank of Commerce

15. Prior address of debtor

None ☒ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DATE OF
NOTICE

ENVIRONMENTAL
LAW

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DATE OF
NOTICE

ENVIRONMENTAL
LAW

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

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NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

None

☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Darren Douston, Member
Five Rivers Management LLC
10945 State Bridge Road
Suite 410-470
Alpharetta, GA 30022

DATES SERVICES RENDERED
February 1, 2012 - present

None

☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

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NAME

Darren Douston

ADDRESS

**Five Rivers Management LLC
10945 State Bridge Road
Suite 410-470
Alpharetta, GA 30022**

Teresa Imperial

**c/o AltaCare Corporation
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005**

Kim Eubanks

**c/o AltaCare Corporation
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005**

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

**CSE Mortgage, LLC
5404 Wisconsin Avenue
2nd Floor
Chevy Chase, MD 20815**

DATE ISSUED

Various

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

- None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

**Doug Mittleider
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005**

TITLE

Director

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP

**Doug Mittleider
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005**

President

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NAME AND ADDRESS HP/Management Services, Inc. 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	TITLE Shareholder	NATURE AND PERCENTAGE OF STOCK OWNERSHIP Owns 100% of stock of HP/Superior, Inc.
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22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION HP/Holdings, Inc.	TAXPAYER IDENTIFICATION NUMBER (EIN) 58-2542901
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25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **December 4, 2014**

Signature **/s/ Doug Mittleider**
Doug Mittleider
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Accounts Payable Check Listing

Tran Date	Tran	Description	Tran Amt
8/1/2014	0000060227-CK	UNUM Life Insurance Company of America	-354.84
8/1/2014	0000060228-CK	Health Partners	-4,242.40
8/1/2014	0000060229-CK	National Vision Administrators	-191.90
8/1/2014	0000060230-CK	AltaCare Corporation	-3,500.00
8/1/2014	9990801142-CK	Platinum Care	-10,009.73
8/1/2014	0999080114-CK	Mervin LTC Pharmacy	-8,000.00
8/1/2014	0000060170-CK	Crest Healthcare Supply	761.01
8/1/2014	0000060028-CK	Long Term Care Services	18,500.00
8/1/2014	0000060155-CK	Long Term Care Services	9,765.00
8/1/2014	0000060181-CK	Estate of Thomas Ryge	168.00
8/1/2014	0000060202-CK	Floyd Adams	790.18
8/1/2014	0000060135-CK	Rosewood LTC	25,500.00
8/4/2014	0999080414-CK	Antem BCBS Dental	-546.17
8/5/2014	0999080514-CK	Aegis Therapies	-40,000.00
8/5/2014	9990805141-CK	Mervin LTC Pharmacy	-8,823.05
8/6/2014	0999080614-CK	U.S. Foodservice	-4,610.69
8/8/2014	0000060231-CK	Aramark Uniform Services	-8,505.90
8/8/2014	0000060232-CK	Superior USA Corporation	-1,149.89
8/8/2014	0000060233-CK	Scroggins & Williamson	-637.50
8/8/2014	0000060234-CK	St. Luke's Hospital	-138.34
8/8/2014	0000060235-CK	Telephone Associates	-1,602.44
8/8/2014	0000060236-CK	Hobart Sales and Service	-235.01
8/8/2014	0000060237-CK	Belkap Plumbing & Heating	-102.00
8/8/2014	0000060238-CK	De Lage Landen Financial Services, Inc.	-816.38
8/8/2014	0000060239-CK	SMDC Clinical Lab - (Essentia Health)	-379.25
8/8/2014	0000060240-CK	Home Medical Products & Svcs	-165.00

Run Date: 12/4/2014 3:51:54 PM
 Business Date: 12/4/2014

Accounts Payable

Check Listing

Tran Date	Tran	Description	Tran Amt
8/8/2014	0000060241-CK	Briggs	-257.59
8/8/2014	0000060242-CK	Jamar Company (Arrowhead)	-823.13
8/8/2014	0000060243-CK	Pitney Bowes Global Financial	-814.64
8/8/2014	0000060244-CK	Purchase Power - Pitney Bowes	-417.28
8/8/2014	0000060245-CK	Pathways To Achievement Inc.	-393.00
8/8/2014	0000060246-CK	Professional Portable X-Ray, Inc.	-381.03
8/8/2014	0000060247-CK	American Healthtech	-1,263.36
8/8/2014	0000060248-CK	Recovercare, LLC	-1,030.20
8/8/2014	0000060249-CK	Essentia Health	-540.00
8/8/2014	0000060250-CK	Jennifer Sanda	-219.50
8/8/2014	0000060251-CK	Petty Cash	-1,650.81
8/13/2014	0999081314-CK	U.S. Foodservice	-3,837.73
8/15/2014	0000060252-CK	Superior USA Corporation	-1,009.08
8/15/2014	0000060253-CK	St. Luke's Hospital	-267.89
8/15/2014	0000060254-CK	Superior Entrance Systems, Inc.	-1,588.65
8/15/2014	0000060255-CK	Scan Air Filter, Inc.	-319.14
8/15/2014	0000060256-CK	Telephone Associates	-1,001.00
8/15/2014	0000060257-CK	WI Dept of Justice	-80.00
8/15/2014	0000060258-CK	Young Plumbing and Heating	-742.27
8/15/2014	0000060259-CK	Essentia Health	-351.41
8/15/2014	0000060260-CK	State of Wisconsin	-100.00
8/15/2014	0000060261-CK	Brown Industries, Inc.	-175.00
8/15/2014	0000060262-CK	Crandall & Associates	-1,087.50
8/15/2014	0000060263-CK	Charter Communications	-762.62
8/15/2014	0000060264-CK	De Lage Landen Financial Services, Inc.	-904.58
8/15/2014	0000060265-CK	SMDC Clinical Lab - (Essentia Health)	-361.42
8/15/2014	0000060266-CK	Fire & Industrial Sales, Inc.	-379.30

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Business Date: 12/4/2014

Accounts Payable Check Listing

Tran Date	Tran	Description	Tran Amt
8/15/2014	0000060267-CK	Jamar Company (Arrowhead)	-1,880.00
8/15/2014	0000060268-CK	Midwest Medical Equipment	-300.00
8/15/2014	0000060269-CK	Petty Cash	-977.50
8/15/2014	0000060270-CK	Petty Cash	-1,420.72
8/15/2014	0000060271-CK	Pathways To Achievement Inc.	-321.50
8/15/2014	0000060272-CK	Waste Management of WI-MN	-1,197.01
8/15/2014	0000060273-CK	Petty Cash	-2,033.54
8/15/2014	0000060274-CK	AltaCare Corporation	-1,250.00
8/19/2014	0000602021-CK	Floyd Adams	-790.18
8/20/2014	0999082014-CK	U.S. Foodservice	-4,505.95
8/22/2014	0000060275-CK	AltaCare Corporation	-7,500.00
8/26/2014	0000060276-CK	Aramark Uniform Services	-8,366.81
8/26/2014	0999082614-CK	Superior Water & Light & Power Co.	-24,459.42
8/26/2014	0000060277-CK	AltaCare Corporation	-16,000.00
8/27/2014	0999082714-CK	U.S. Foodservice	-3,468.75
8/28/2014	0000060278-CK	UNUM Life Insurance Company of America	-354.84
8/28/2014	0000060279-CK	Health Partners	-3,248.30
8/28/2014	0000060280-CK	National Vision Administrators	-191.90
8/29/2014	0000060281-CK	Petty Cash	-1,549.93
8/29/2014	0000060282-CK	Woodland Park LTC	-8,000.00
8/29/2014	0000060283-CK	Rosewood LTC	-2,500.00
8/29/2014	0000060284-CK	Great Bend LTC	-29,000.00
8/29/2014	0000060285-CK	Fireside LTC	-4,200.00
8/29/2014	0000060286-CK	Five Rivers Management, LLC	-1,500.00
8/31/2014	0000060287-CK	First Insurance Funding	-3,632.53
8/31/2014	0000060196-CK	Briggs	242.63
9/3/2014	0999090314-CK	U.S. Foodservice	-3,723.49

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Accounts Payable

Check Listing

Tran Date	Tran	Description	Tran Amt
9/3/2014	9990903145-CK	Anthem BCBS Dental	-546.17
9/5/2014	9990905143-CK	Platinum Care	-15,000.00
9/8/2014	0000060288-CK	Bachand Estates, LLP	-18,545.42
9/9/2014	0000060289-CK	Fireside LTC	-27,500.00
9/10/2014	0000060212-CK	Rob Fuhrman	207.00
9/10/2014	0000060290-CK	Rob Fuhrman	-207.00
9/10/2014	0999091014-CK	U.S. Foodservice	-3,169.59
9/11/2014	0000060291-CK	AltaCare Corporation	-4,575.00
9/12/2014	0000060292-CK	Jennifer Sanda	-593.48
9/12/2014	0000060293-CK	Petty Cash	-960.40
9/12/2014	0000060294-CK	Petty Cash	-615.18
9/12/2014	0000060287-CK	First Insurance Funding	3,632.53
9/12/2014	9990912141-CK	First Insurance Funding	-3,632.53
9/12/2014	0999091214-CK	Aegis Therapies	-15,000.00
9/16/2014	0000060288-CK	Bachand Estates, LLP	18,545.42
9/16/2014	0999091614-CK	Bachand Estates, LLP	-18,551.42
9/17/2014	0999091714-CK	U.S. Foodservice	-4,428.62
9/17/2014	0000060295-CK	Aramark Uniform Services	-12,818.63
9/18/2014	0999091814-CK	Aegis Therapies	-10,000.00
9/19/2014	9990919146-CK	Platinum Care	-1,738.08
9/19/2014	9990919144-CK	Platinum Care	-1,738.08
9/19/2014	9990919144-CK	Platinum Care	1,738.08
9/23/2014	0000060296-CK	First Insurance Funding	-3,513.22
9/24/2014	0000060297-CK	Woodland Park LTC	-28,000.00
9/24/2014	0999092414-CK	U.S. Foodservice	-4,382.15
9/25/2014	0999092514-CK	Aegis Therapies	-18,000.00
9/26/2014	0000060298-CK	Aegis Therapies	-2,000.00
9/26/2014	0000060298-CK	St. Luke's Hospital	-38.86
9/26/2014	0000060299-CK	Scan Air Filter, Inc.	-98.15

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Business Date: 12/4/2014

Accounts Payable

Check Listing

Tran Date	Tran	Description	Tran Amt
9/26/2014	0000060300-CK	Telephone Associates	-1,608.52
9/26/2014	0000060301-CK	WI Dept of Justice	-80.00
9/26/2014	0000060302-CK	Crest Healthcare Supply	-761.01
9/26/2014	0000060303-CK	LB Medwaste Services	-391.00
9/26/2014	0000060304-CK	Belknap Plumbing & Heating	-668.80
9/26/2014	0000060305-CK	Crandall & Associates	-525.00
9/26/2014	0000060306-CK	Charter Communications	-1,505.67
9/26/2014	0000060307-CK	De Lage Landen Financial Services, Inc.	-824.29
9/26/2014	0000060308-CK	SMDC Clinical Lab - (Essentia Health)	-319.75
9/26/2014	0000060309-CK	ESC Systems	-228.75
9/26/2014	0000060310-CK	Home Medical Products & Svcs	-538.06
9/26/2014	0000060311-CK	Petty Cash	-1,223.73
9/26/2014	0000060312-CK	National Elevator Inspection Services	-220.00
9/26/2014	0000060313-CK	Otis Elevator Company	-1,631.46
9/26/2014	0000060314-CK	Pathways To Achievement Inc.	-566.50
9/26/2014	0000060315-CK	Professional Portable X-Ray, Inc.	-174.67
9/26/2014	0000060316-CK	Recovercare, LLC	-1,841.60
9/26/2014	0000060317-CK	Waste Management of WI-MN	-1,432.20
9/26/2014	0000060318-CK	Pitney Bowes Global Financial	-814.65
9/26/2014	0000060319-CK	Purchase Power - Pitney Bowes	-7.72
9/26/2014	0000060320-CK	Floyd Adams	-644.41
9/29/2014	0000060321-CK	FRIENDSHIP-LTC LLC	-19,547.92
9/30/2014	0000060322-CK	UNUM Life Insurance Company of America	-354.84
9/30/2014	0000060323-CK	Health Partners	-4,065.50
9/30/2014	0000060324-CK	National Vision Administrators	-88.16

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Accounts Payable

Check Listing

Tran Date	Tran	Description	Tran Amt
9/30/2014	0000060289-CK	Fireside LTC	27,500.00
9/30/2014	9990930146-CK	Fireside LTC	0.00
9/30/2014	0000060261-CK	Brown Industries, Inc.	175.00
10/1/2014	0000060325-CK	Aramark Uniform Services	-8,313.68
10/1/2014	0000060326-CK	Amara Healthcare	-16,500.00
10/1/2014	0000060321-CK	FRIENDSHIP-LTC LLC	19,547.92
10/1/2014	0000060327-CK	FRIENDSHIP-LTC LLC	-19,648.57
10/1/2014	0000060327-CK	FRIENDSHIP-LTC LLC	19,648.57
10/1/2014	0000060327-CK	FRIENDSHIP-LTC LLC	-19,648.57
10/1/2014	9991001141-CK	U.S. Foodservice	-3,781.10
10/1/2014	0999100114-CK	Aegis Therapies	-11,000.00
10/1/2014	0999100214-CK	Platinum Care	-6,000.00
10/2/2014	9991002142-CK	Aegis Therapies	-9,000.00
10/2/2014	9991002143-CK	Arthem BCBS Dental	-546.17
10/3/2014	0000060328-CK	Twin Ports Custom Climate	-1,551.32
10/3/2014	0000060329-CK	Chris Fitch	-288.32
10/3/2014	0000060330-CK	Petty Cash	-1,517.46
10/3/2014	0000060331-CK	Petty Cash	-955.00
10/6/2014	0000060295-CK	Aramark Uniform Services	12,818.65
10/6/2014	9991006143-CK	Aramark Uniform Services	-9,000.00
10/7/2014	0999100714-CK	Platinum Care	-10,000.00
10/8/2014	0000060332-CK	Division of Quality Assurance	-708.00
10/8/2014	0000060333-CK	AltaCare Corporation	-6,750.00
10/8/2014	0000060334-CK	Cambridge House	-18,200.00
10/8/2014	0999100814-CK	U.S. Foodservice	-4,542.87
10/9/2014	0000060335-CK	Beckler's Carpet Outlet, Inc.	-10,000.00
10/9/2014	0000060336-CK	Great Bend LTC	-16,265.00
10/9/2014	0000060337-CK	Fireside LTC	-7,308.00
10/10/2014	0000060338-CK	Petty Cash	-1,487.77

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Accounts Payable

Check Listing

Tran Date	Tran	Description	Tran Amt
10/10/2014	0000060339-CK	Petty Cash	-972.51
10/10/2014	0000060340-CK	Petty Cash	-1,456.59
10/15/2014	0000060341-CK	First Insurance Funding	-3,667.53
10/15/2014	9991015142-CK	St. Luke's Hospital	0.00
10/15/2014	0000060241-CK	Briggs	257.59
10/15/2014	0000060342-CK	Amara Healthcare	-17,897.00
10/16/2014	0000060343-CK	Jennifer Sanda	-400.00
10/16/2014	0000060344-CK	Juliana Lundberg	-400.00
10/16/2014	0000060345-CK	Petty Cash	-2,470.55
10/17/2014	0000000001-CK	Superior USA Corporation	-274.22
10/17/2014	0000000002-CK	St. Luke's Hospital	-70.00
10/17/2014	0000000003-CK	Telephone Associates	-1,607.96
10/17/2014	0000000004-CK	Tri-State Business Systems	-109.74
10/17/2014	0000000005-CK	WI Dept of Justice	-30.00
10/17/2014	0000000006-CK	Essentia Health	-180.00
10/17/2014	0000000007-CK	Torvinen Jones and Routh, S.C.	-1,480.00
10/17/2014	0000000008-CK	Belknap Plumbing & Heating	-164.41
10/17/2014	0000000009-CK	RF Technologies, Inc.	-1,606.44
10/17/2014	0000000010-CK	Servpro of the Twin Ports	-1,888.94
10/17/2014	0000000011-CK	Crandall & Associates	-775.00
10/17/2014	0000000012-CK	Charter Communications	-705.94
10/17/2014	0000000013-CK	De Lage Landen Financial Services, Inc.	-839.99
10/17/2014	0000000014-CK	SMDC Clinical Lab - (Essentia Health)	-358.00
10/17/2014	0000000015-CK	ESC Systems	-4,330.60
10/17/2014	0000000016-CK	Home Medical Products & Svcs	-1,130.00
10/17/2014	0000000017-CK	Briggs	-192.77
10/17/2014	0000000018-CK	Pathways To Achievement Inc.	-499.25

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Accounts Payable Check Listing

Tran Date	Tran	Description	Tran Amt
10/17/2014	0000000019-CK	Professional Portable X-Ray, Inc.	-305.82
10/17/2014	0000000020-CK	Gary Peterson, M.D.	-2,250.00
10/17/2014	0000000021-CK	Waste Management of WI-MN	-1,130.17
10/17/2014	0000000022-CK	Superior Water & Light & Power Co.	-7,969.52
10/17/2014	0000000023-CK	Superior Water & Light & Power Co.	-7,000.00
00/17/2014	0000000024-CK	Aramark Uniform Services	-4,085.10
00/17/2014	0000000025-CK	Crandall & Associates	-500.00
00/17/2014	0999101714-CK	Aramark Uniform Services	-3,818.63
00/21/2014	0000000027-CK	Hamilton Insurance Agency	-900.00
00/22/2014	0999102214-CK	U.S. Foodservice	-5,387.57
10/23/2014	0000000028-CK	Aramark Uniform Services	-4,240.52
10/23/2014	0000000029-CK	Cambridge House	-12,750.00
00/24/2014	0000000030-CK	Jennifer Sanda	-576.43
00/24/2014	0000000031-CK	Chris Fitch	-120.09
00/24/2014	0000000032-CK	Brenda Dolson	-36.96
00/24/2014	0000000033-CK	Petty Cash	-1,374.38
10/24/2014	0000000034-CK	Petty Cash	-997.43
10/24/2014	0999102414-CK	U.S. Foodservice	-3,464.01
10/27/2014	9991027143-CK	RF Technologies, Inc.	-676.10
10/27/2014	0000060268-CK	Midwest Medical Equipment	300.00
10/27/2014	9991027143-CK	Midwest Medical Equipment	0.00
10/27/2014	9991027144-CK	Briggs	0.00
10/27/2014	9991027145-CK	Aramark Uniform Services	-8,433.48
10/29/2014	0000000035-CK	Amara Healthcare	-18,250.00
10/29/2014	0000000036-CK	U.S. Foodservice	-3,514.17

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Business Date: 12/4/2014

Accounts Payable Check Listing

Tran Date	Tran	Description	Tran Amt
10/31/2014	0000000037-CK	UNUM Life Insurance Company of America	-228.87
10/31/2014	0000000038-CK	Health Partners	-5,103.50
10/31/2014	0000000039-CK	National Vision Administrators	-88.16
10/31/2014	9991031145-CK	Estate of Thomas Rygg	0.00
10/31/2014	9991031146-CK	Five Rivers Management, LLC	0.00
10/31/2014	0999103114-CK	Scroggins & Williamson	-25,000.00
11/3/2014	0000000015-CK	ESC Systems	4,330.60

Run Date: 12/4/2014 3:51:54 PM
Business Date: 12/4/2014

B6A (Official Form 6A) (12/07)

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Payroll checking account	-	3,455.78
		Operating checking account	-	31,811.65
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **35,267.43**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts receivable (book value)	-	787,018.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Wisconsin Medicaid reimbursements	-	3,002,025.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **3,789,043.00**
(Total of this page)

Sheet **1** of **3** continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		General intangibles, including, but not limited to, intellectual property, trademarks, trade names, goodwill, web addresses and domain names	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		Certificate of need and nursing home license	-	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Rent roll	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1996 Ford E-350 (bus that is not in working order)	-	0.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment, furnishings and supplies	-	15,431.75
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery, fixtures, equipment and supplies	-	188,783.26
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid insurance	-	11,720.89
		Prepaid other	-	1,557.74
		Escrows	-	239,553.55
		Construction in progress	-	218,250.44
Sub-Total >				675,297.63
(Total of this page)				

Sheet **2** of **3** continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Deposits	-	11,000.00

Sheet **3** of **3** continuation sheets attached
to the Schedule of Personal Property

Sub-Total > **11,000.00**
(Total of this page)
Total > **4,510,608.06**

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
CapitalSource Inc. 5404 Wisconsin Avenue 2nd Floor Chevy Chase, MD 20815		-		X	X	X		
Value \$			0.00				0.00	0.00
Account No.								
CSE Mortgage, LLC 5404 Wisconsin Avenue 2nd Floor Chevy Chase, MD 20815	X	-		X	X	X		
Value \$			0.00				120,471.00	Unknown
Account No.			Judgment Lien					
Thyssen Krupp Elevator P.O. Box 933004 Atlanta, GA 31193		-				X		
Value \$			0.00				121,133.00	121,133.00
Account No.								
Value \$								
Subtotal (Total of this page)							241,604.00	121,133.00
Total (Report on Summary of Schedules)							241,604.00	121,133.00

0 continuation sheets attached

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
City of Superior-Property Tax Department of Finance 1316 N. 14th Street Superior, WI 54880		-				X	85,506.00	85,506.00
							85,506.00	0.00
Account No.								
Douglas Co. Property Assessor 1313 Belknap Street Superior, WI 54880-2795		-				X	0.00	0.00
							137,263.78	137,263.78
Account No.			For Notice Purposes Only					
Georgia Department of Labor 1700 Century Circle NE Atlanta, GA 30345-3020		-					0.00	0.00
							0.00	0.00
Account No.			For Notice Purposes Only					
Georgia Dept of Revenue Bankruptcy Section 1800 Century Blvd NE Ste 17200 Atlanta, GA 30345-3206		-					0.00	0.00
							0.00	0.00
Account No.			For Notice Purposes Only					
Internal Revenue Service 401 W. Peachtree Street NW Atlanta, GA 30308		-					0.00	0.00
							0.00	0.00
Subtotal								85,506.00
(Total of this page)							222,769.78	137,263.78

Sheet **1** of **2** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Internal Revenue Service Centralized Insolvency P.O. Box 7346 Philadelphia, PA 19101-7346		-				X	2,341,535.29	2,341,535.29
							2,341,535.29	0.00
Account No.								
WI Div Unemployment Insurance Workforce Development PO Box 78960 Milwaukee, WI 53278		-				X	282,996.51	282,996.51
							282,996.51	0.00
Account No.								
Wisconsin Dept Health & Family Drawer #594 Milwaukee, WI 53293-0594		-				X	1,673,798.00	1,673,798.00
							1,673,798.00	0.00
Account No.								
Wisconsin Dept of Revenue PO Box 8920 Madison, WI 53708-8920		-				X	157,065.83	0.00
							157,065.83	157,065.83
Account No.								
Subtotal								4,298,329.80
(Total of this page)							4,455,395.63	157,065.83
Total								4,383,835.80
(Report on Summary of Schedules)							4,678,165.41	294,329.61

Sheet **2** of **2** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Aegis Therapies P.O. Box 8103 Fort Smith, AR 72902		-				X	196,183.00
Account No. AltaCare Corporation 5895 Windward Parkway Suite 200 Alpharetta, GA 30005		-					174,742.00
Account No. American Healthtech P.O. Box 12310 Jackson, MS 39236		-					1,472.00
Account No. American Portable Medical Svc 4905 Bellemeade Avenue Evansville, IN 47715		-				X	6,802.00
Subtotal (Total of this page)							379,199.00

25 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Anthem BCBS Dental P.O. Box 105163 Atlanta, GA 30348-5163	-					546.00
Account No.						
Aramark Uniform Services AUS La Crosse MC Lockbox 26605 Network Place Chicago, IL 60673-1266	-				X	79,851.00
Account No.						
Arjo Huntleigh 2349 West Lake Street Addison, IL 60101	-					725.00
Account No.						
AS Captive 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	-					1,250.00
Account No.						
AT&T Mobility P.O. Box 6463 Carol Stream, IL 60197-6463	-					560.00
Sheet no. <u>1</u> of <u>25</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						82,932.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Bachand Estates, LLP Administrative Office 1707 N. 8th Street Superior, WI 54880	-				X	7,060.00
Account No.						
Betty Kossak 1621 Weeks Avenue Superior, WI 54880	-					1,784.00
Account No.						
Blue Cross Blue Shield of WI Box 88851 Milwaukee, WI 53288	-				X	10,548.00
Account No.						
Blue Link P.O. Box 64668 Saint Paul, MN 55164	-				X	5,603.00
Account No.						
Briggs P.O. Box 1355 Des Moines, IA 50305	-					258.00
Sheet no. 2 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						25,253.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Brown Industries, Inc. 101 South Chester Road Swarthmore, PA 19081-1998	-						195.00
Account No.							
Charolette Dobson 1802 N. 23rd, #2 Superior, WI 54880	-						56.00
Account No.							
Charter Communications P.O. Box 3149 Milwaukee, WI 53201-3149	-						0.00
Account No.							
City of Superior-Stormwater Ut 51 E. 1st Street Superior, WI 54880	-					X	26,179.00
Account No.							
Clear Channel Radio 14 E. Central Entrance Duluth, MN 55811	-					X	1,950.00
Sheet no. 3 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							28,380.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Compensation Consultants P.O. Box 72 Cloquet, MN 55720	-						12.00
Account No.							
Complete Payment Recovery 3500 5th Street Northport, AL 35476	-					X	6,408.00
Account No.							
Comprehensive Care Services P.O. Box 64668 Saint Paul, MN 55164	-						2,571.00
Account No.							
Courtesy Cab Inc. P.O. Box 784 Superior, WI 54880	-						290.00
Account No.							
Crandall & Associates P.O. Box 31060 Mesa, AZ 85275	-						1,150.00
Sheet no. 4 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							10,431.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Cummins North Power, LLC 1600 Buerkle Road White Bear Lake, MN 55110	-					501.00
Account No.						
Custom Medical Solutions 7100 Northland Circle Suite 410 Minneapolis, MN 55428	-				X	3,800.00
Account No.						
Daily Telegram 1226 Ogden Avenue Superior, WI 54880	-					87.00
Account No.						
De Lage Landen Financial Svcs P.O. Box 41602 Philadelphia, PA 19101-1602	-					838.00
Account No.						
Dewitt Ross & Stevens Capitol Square Office 2 East Mifflin Street, Ste 600 Madison, WI 53703-2865	-					37,744.00
Sheet no. 5 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						42,970.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
DHFS 1316 North 4th Street Suite 400 Superior, WI 54880		-				X	6,579.00
Account No.							
Div. of Health Care Finance P.O. Box 309 Madison, WI 53701		-				X	12,630.00
Account No.							
Division of Quality Assurance Box 93679 Milwaukee, WI 53293-0679		-					70.00
Account No.							
Douglas County Treasurer 1313 Belknap Street RM 102 Superior, WI 54880		-				X	171,415.00
Account No.							
Duluth News Tribune Finance Department P.O. Box 169000 Duluth, MN 55816-9988		-					635.00
Sheet no. <u>6</u> of <u>25</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							191,329.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Ecolab P.O. Box 905327 Charlotte, NC 28290	-					0.00
Account No.						
EDS P.O. Box 244032 Montgomery, AL 36124	-					2,730.00
Account No.						
Essentia Health P.O. Box 856582 Minneapolis, MN 55485-6582	-					9,571.00
Account No.						
Estate of Howard Durham 1724 Ohio Avenue Superior, WI 54880	-					4,720.00
Account No.						
Estate of Otto Kangas 1335 County Highway FF Brule, WI 54820	-					11,698.00
Sheet no. <u>7</u> of <u>25</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						28,719.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Estate of Thomas Rygg c/o Janice Rygg 11583 S St. Croix Street #7 Solon Springs, WI 54873	-					168.00
Account No.						
Federal Express P.O. Box 94515 Palatine, IL 60094-4515	-					772.00
Account No.						
Fire & Industrial Sales, Inc. P.O. Box 16712 Duluth, MN 55816-0712	-					120.00
Account No.						
First Insurance Funding 450 Skokie Blvd Suite 1000 Northbrook, IL 60062	-					12,785.00
Account No.						
Five Rivers Management, LLC 10945 State Bridge Suite 401-470 Alpharetta, GA 30022	-					11,393.00
Sheet no. <u>8</u> of <u>25</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						25,238.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Fred Molter 2424 John Avenue Superior, WI 54880	-					64.00
Account No.						
Gary Peterson, M.D. 8280 S. Cty Rd. A Superior, WI 54880	-					750.00
Account No.						
Gimbel, Reilly, Guerin & Brown Two Plaza East, Suite 1170 330 East Kilbourn Avenue Milwaukee, WI 53202	-					823.00
Account No.		For Notice Purposes Only				
Godfrey & Khan, S.C. Attn: Carla Andres 200 S. Washington St., #100 Green Bay, WI 54301-4298	-					0.00
Account No.						
Harbor Centers, Inc. P.O. Box 161318 Duluth, MN 55816	-					289.00
Sheet no. 9 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,926.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Health Partners 8170 33rd Avenue South 7th Floor Minneapolis, MN 55425		-				X	24,218.00
Account No.							
Healthstar Staffing, Inc. P.O. Box 9009 Saint Paul, MN 55109		-				X	8,842.00
Account No.							
Home Medical Products & Svcs 300 Villa Drive Hurley, WI 54534-1523		-					1,144.00
Account No.							
HP Holdings 5895 Windward Parkway Suite 200 Alpharetta, GA 30005		-					0.00
Account No.							
James Conley c/o Patrick Conley 4891 E. Conley Road Superior, WI 54880		-					7,305.00
Sheet no. 10 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							41,509.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Joe P. Kimmes Oil Co., Inc. 6327 Tower Avenue Superior, WI 54880		-					16.00
Account No.							
John or Mary Ellen Flaherty 1915 N. 34th Street #135 Superior, WI 54880		-					896.00
Account No.							
KCI USA P.O. Box 301557 Dallas, TX 75303-1557		-				X	12,515.00
Account No.							
KMart 2288 Gunbarrel Road Chattanooga, TN 37421		-					1,144.00
Account No.							
LB Medwaste Services 8550 Development Ct Wausau, WI 54401		-					169.00
Sheet no. <u>11</u> of <u>25</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							14,740.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Lincoln National Life Insurance P.O. Box 0821 N. Suburban Fac, IL 60132	-						223.00
Account No.							
Long Term Care Services 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	-						54,133.00
Account No.							
Lucille Cashman 306 Davis Street Lake Nebagamon, WI 54849	-						20.00
Account No.							
Management and Network Svcs P.O. Box 73996 Cleveland, OH 44193	-						750.00
Account No.							
Mariner Medical Clinic 915 E. 1st Street Duluth, MN 55805	-						153.00
Sheet no. 12 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							55,279.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
MassMutual fka Hartford Life Ins P.O. Box 1583 Hartford, CT 06144-1583	-					32,231.00
Account No.						
Medco Equipment 30 Hilltop Road Saint Joseph, WI 54082	-					224.00
Account No.						
Medica Attn: Recovery Services P.O. Box 740804 Atlanta, GA 30374-0804	-					4,480.00
Account No.						
Melli, Walker, Pease & Ruhly P.O. Box 1781 Madison, WI 53701-1781	-					12,956.00
Account No.						
Merwin Home Medical 3001 Louisana Avenue N Suite A New Hope, MN 55427-2916	-					98.00
Sheet no. 13 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						49,989.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Merwin IV & Speciality Pharm 1811 Old Highway 8 NW Saint Paul, MN 55112	-					0.00
Account No.						
Merwin LTC Pharmacy 1811 Old Highway 8 NW Saint Paul, MN 55112	-			X		47,078.00
Account No.						
Meyer Law Office 10 East Doty Street Suite 507 Madison, WI 53703	-					251.00
Account No.						
Midwest Medical Equipment 4418 Haines Road #1200 Duluth, MN 55811	-					524.00
Account No.						
Nancy Gotham c/o James Gotham 60 Billings Drive Superior, WI 54880	-					2,435.00
Sheet no. 14 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						50,288.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
National Vision Administrators Fiduciary Trust for FSLI P.O. Box 28520 New York, NY 10087-8520	-					194.00
Account No.						
Northland Fire & Safety 2213 East 5th Street Superior, WI 54880	-					580.00
Account No.						
Northwest Respiratory Services NW-7459 P.O. Box 1450 Minneapolis, WI 55485-7459	-					3,643.00
Account No.						
Omnicare Corporate 1600 River Center II 100 East River Center Blvd Covington, KY 41011	-				X	77,610.00
Account No.						
Operating Engineers Local 139 P.O. Box 160 Pewaukee, WI 53072	-					5,183.00
Sheet no. 15 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						87,210.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Otis Elevator Company P.O. Box 73579 Chicago, IL 60673-7579	-						3,531.00
Account No.							
Pan-O-Gold Baking Co. NW 6281 P.O. Box 1450 Minneapolis, MN 55485-6281	-						936.00
Account No.							
Pathways To Achievement Inc. 114 South 20th Avenue W Suite A Duluth, MN 55806-3526	-						11,384.00
Account No.							
Pathways Transport 30 E. Bayfield Street Washburn, WI 54891	-						233.00
Account No.							
Pitney Bowes Global Financial P.O. Box 371887 Pittsburgh, PA 15250-7887	-						909.00
Sheet no. 16 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							16,993.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Platinum Care 240 52nd Street Brooklyn, NY 11220	-					X	52,504.00
Account No.							
Plaunt Plumbing & Heating 4701 Mike Colaillo Drive Duluth, MN 55807	-						1,879.00
Account No.							
Positive Promotions 15 Gilpin Avenue Hauppauge, NY 11788	-						433.00
Account No.							
Premier Diagnostic Imaging 10800 Lyndale Avenue S Suite 150 Minneapolis, MN 55420-5698	-						1,081.00
Account No.							
Premium Assignment P.O. Box 8800 3522 Thomasville Road Tallahassee, FL 32314	-					X	8,558.00
Sheet no. <u>17</u> of <u>25</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							64,455.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Professional Portable X-Ray 4801 W. 81st Street Suite 118 Bloomington, MN 55437-1111	-					146.00
Account No.						
Purchase Power - Pitney Bowes P.O. Box 371874 Pittsburgh, PA 15250-7874	-					211.00
Account No.						
Quickprint Inc. P.O. Box 415 1908 Tower Avenue Superior, WI 54880	-					153.00
Account No.						
Recovercare, LLC 1920 Stanley Gault Pkwy Suite 100 Louisville, KY 40223	-				X	3,166.00
Account No.						
Retrofit Companies, Inc. 3855 Hwy 14 West Owatonna, MN 55060	-					329.00
Sheet no. 18 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						4,005.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Robertson Ryan & Assoc., Inc. 330 E. Kilbourn Avenue Suite 650 Milwaukee, WI 53202-3175		-				X	10,153.00
Account No.							
Rosewood LTC 7700 Mesquite Pass Converse, TX 78109		-					25,500.00
Account No.							
Royalton Manor, LLC B8 Aspen Court Superior, WI 54880		-					0.00
Account No.							
Select Rehabilitations, Inc. 550 Frontage Road Suite 2415 Winnetka, IL 60093		-				X	372,936.00
Account No.							
SMDC Clinical Lab (Essentia) Attn: Billing Specialist 407 E. 3rd Street Duluth, MN 55805		-					1,197.00
Sheet no. 19 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							409,786.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Specialty Property Appraisals 300 South Pointe Drive #2302 Miami, FL 33139	-					385.00
Account No.						
St. Germain's Glass Co. 212 N. 40th Ave W Duluth, MN 55807	-					398.00
Account No.						
St. Luke's Hospital 915 East 1st Street Duluth, MN 55805	-					386.00
Account No.						
Staples Dept. HNJ P.O. Box 30851 Hartford, CT 06150	-					633.00
Account No.						
Stericycle P.O. Box 6575 Carol Stream, IL 60197-6575	-					2,155.00
Sheet no. 20 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						3,957.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Superior Flavors, LLC 528 Tower Avenue Superior, WI 54880	-					3,795.00
Account No.						
Superior Healthcare Investors 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	-		X	X		200,000.00
Account No.						
Superior USA Corporation 525 Lake Avenue S Suite 410 Duluth, MN 55802	-					8,879.00
Account No.						
Superior Water Light & Power P.O. Box 169003 Duluth, MN 55816-9003	-				X	29,098.00
Account No.						
Telephone Associates P.O. Box 1436 Superior, WI 54880	-					1,622.00
Sheet no. 21 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						243,394.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Till, Salzer & Blank 1225 Tower Avenue Suite 318 Superior, WI 54880	-					260.00
Account No.						
Tim's Dairy 3517 Trinity Road Duluth, MN 55811	-					8,165.00
Account No.						
Torvinen Jones and Routh, S.C. 823 Belknap Street Suite 222 Superior, WI 54880	-					6,570.00
Account No.						
U.S. Foodservice P.O. Box 850112 Oklahoma City, OK 73185-0112	-				X	24,407.00
Account No.						
Ultimate Construction Services 3025 Harbor Lane North Suite 410 Minneapolis, MN 55447	-					15,495.00
Sheet no. 22 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						54,897.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
United Healthcare Attn: Refund Dept P.O. Box 30304 Salt Lake City, UT 84130	-					3,438.00
Account No.						
United Parcel Service Lockbox 577 Carol Stream, IL 60132-0577	-					1,183.00
Account No.						
UNUM Life Ins Co of America PO Box 409548 Atlanta, GA 30384	-					229.00
Account No.						
Waste Management of WI-MN P.O. Box 4648 Carol Stream, IL 60197-4648	-					1,161.00
Account No.						
WDIO-TV / WIRT-13 P.O. Box 16897 Duluth, MN 55816	-					4,495.00
Sheet no. 23 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						10,506.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Westview Manor of Peabody 500 Peabody Street Peabody, KS 66866	-					13,000.00
Account No.						
WI Dept of Justice Crime Informatiun Bureau P.O. Box 2688 Madison, WI 53701-2688	-					60.00
Account No.						
WI-DHFS Estate Recovery Prog 313 Blettner Blvd Madison, WI 53784-0013	-					5,721.00
Account No.						
WIPFLI CPAs and Consultants 3703 Oakwood Hills Parkway P.O. Box 690 Eau Claire, WI 54702	-					188.00
Account No.						
Wisconsin Medicaid Cash Unit 6406 Bridge Road Madison, WI 53784-0004	-					14.00
Sheet no. 24 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						18,983.00

B6F (Official Form 6F) (12/07) - Cont.

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
WPS Health Insurance P.O. Box 8688 Madison, WI 53708-0866		-				1,677.00
Account No.						
Ziemer Stayman Weitzel 20 N.W. First Street P.O. Box 916 Evansville, IN 47706		-				1,626.00
Account No.						
Account No.						
Account No.						
Sheet no. 25 of 25 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						3,303.00
Total (Report on Summary of Schedules)						1,945,671.00

In re **HP/Superior, Inc.**

Case No. **14-71797**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Aegis Therapies, Inc. PO Box 8103 Fort Smith, AR 72902	Therapy (physical, occupational and speech)
AltaCare Corporation 5895 Windward Parkway Suite 200 Alpharetta, GA 30022	Management agreement
Crandall & Associates PO Box 31060 Mesa, AZ 85275	Dietician agreement
De Lage Landen Financial Svcs PO Box 41602 Philadelphia, PA 19101-1602	Copier lease
Gary Peterson, M.D. 8280 S. Cty Rd. A Superior, WI 54880	Medical Director agreement
Merwin LTC Pharmacy 1811 Old Highway 8 NW Saint Paul, MN 55112	Pharmacy agreement
Royalton Manor, LLC B8 Aspen Court Superior, WI 54880	Kitchen space and equipment lease
Superior Healthcare Investors 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	Facility lease

In re **HP/Superior, Inc.**Case No. **14-71797**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
AltaCare Corporation 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	CSE Mortgage, LLC 5404 Wisconsin Avenue 2nd Floor Chevy Chase, MD 20815
HP Holdings 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	CSE Mortgage, LLC 5404 Wisconsin Avenue 2nd Floor Chevy Chase, MD 20815

United States Bankruptcy Court
Northern District of Georgia

In re HP/Superior, Inc.

Debtor(s)

Case No. 14-71797

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept as a retainer	\$	<u>50,000.00</u>
Prior to the filing of this statement I have received as a retainer	\$	<u>50,000.00</u>
Balance Due	\$	<u>0.00</u>

2. \$ 0.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): AltaCare Corporation

4. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service: Allowed fees and expenses which exceed the retainer.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: 12/04/2014

/s/ J. Robert Williamson

J. Robert Williamson 765214
Scroggins & Williamson, P.C.
127 Peachtree St. NE
1500 Candler Bldg.
Atlanta, GA 30303
404-893-3880 Fax: 404-893-3886
centralstation@swlawfirm.com

United States Bankruptcy Court
Northern District of Georgia

In re **HP/Superior, Inc.**,
 Debtor

Case No. **14-71797**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	4,510,608.06		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		241,604.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		4,678,165.41	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	26		1,945,671.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		37			
Total Assets			4,510,608.06		
Total Liabilities				6,865,440.41	

United States Bankruptcy Court
Northern District of Georgia

In re HP/Superior, Inc.,
Debtor

Case No. 14-71797

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
Northern District of Georgia**

In re HP/Superior, Inc.

Debtor(s)

Case No. 14-71797

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 39 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date December 4, 2014

Signature /s/ Doug Mittleider
Doug Mittleider
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
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In re HP/Superior, Inc.
Debtor

Case No. 14-71797

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LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
HP/Management Services, Inc. 5895 Windward Parkway Suite 200 Alpharetta, GA 30005	Common Stock		100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date December 4, 2014

Signature /s/ Doug Mittleider
Doug Mittleider
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of Georgia**

In re HP/Superior, Inc.

Debtor(s)

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AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s) or statement(s) are transmitted herewith:

Creditor Matrix

Additional Creditors Added to Creditor Matrix: CSE Mortgage, LLC, Douglas Co. Property Assessor, Royalton Manor, LLC, Superior Healthcare Investors, HP Holdings

Amended Addresses for Creditors: Wisconsin Dept. of Revenue, AltaCare Corporation

NOTICE OF AMENDMENT(S) TO AFFECTED PARTIES

Pursuant to Federal Rule of Bankruptcy Procedure 1009(a), I certify that notice of the filing of the amendment(s) listed above has been given this date to any and all entities affected by the amendment as follows: **Each additional creditor and creditors with amended addresses were served with a copy of the Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors & Deadlines.**

Date: 12/04/2014

/s/ J. Robert Williamson

J. Robert Williamson 765214

Attorney for Debtor(s)

Scroggins & Williamson, P.C.

127 Peachtree St. NE

1500 Candler Bldg.

Atlanta, GA 30303

404-893-3880 Fax:404-893-3886

centralstation@swlawfirm.com

ADDITIONAL CREDITORS

CSE Mortgage, LLC
5404 Wisconsin Avenue
2nd Floor
Chevy Chase, MD 20815

Douglas Co. Property Assessor
1313 Belknap Street
Superior, WI 54880-2795

Royalton Manor, LLC
B8 Aspen Court
Superior, WI 54880

Superior Healthcare Investors
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005

HP Holdings
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005

AMEND CREDITORS ADDRESS

Wisconsin Dept. of Revenue
PO Box 8920
Madison, WI 53708-8920

AltaCare Corporation
5895 Windward Parkway
Suite 200
Alpharetta, GA 30005